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RECORDATION NO. 23296-U

FILED

JUN 25 '04

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**SURFACE TRANSPORTATION BOARD**

lgitomer@dc.bjllp.com

June 25, 2004

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed four originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment and Agreement, a secondary document, dated as of June 25, 2004. The primary document to which this is connected is recorded under Recordation No. 23296. We request that this document be recorded under Recordation No. 23796-U.

The names and addresses of the parties to the Memorandum of Assignment and Agreement are:

Assignor:

Key Equipment Finance, formerly known as Keycorp Leasing, a Division of Key  
Corporate Capital, Inc.  
66 South Pearl Street  
Albany, NY 12201

Assignee:

General Electric Capital Corporation  
4 North Park Drive, Suite 500  
Hunt Valley, MD 21030

A description of the equipment covered by the Memorandum of Assignment and Agreement consists of 168 286,000 pound 6,221 cubic feet specialty covered hopper cars numbered FPAX 200417, 200419, 200421, 200427-200440, inclusive, 200442-200448, inclusive, 200450-200452, inclusive, 200454-200456, inclusive, 200460, 200462-200464, inclusive, 200466-200469, inclusive, 200471-200474, inclusive, 200476-200490, inclusive,

**BALL JANIK LLP**

Honorable Vernon A. Williams

June 25, 2004

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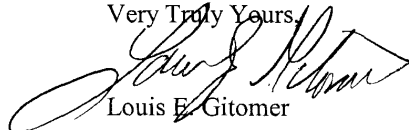
200492, 200493, 200495, 200501-200524, inclusive, 200526-200529, inclusive, 200548, 201207-201209, inclusive, 201211-201213, inclusive, 201215-201284, inclusive, 201286, 201288, and 201290.

A fee of \$ 30.00 is enclosed. Please return three originals to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Assignment and Agreement between Key Equipment Finance, formerly known as Keycorp Leasing, a Division of Key Corporate Capital, Inc., 66 South Pearl Street, Albany, NY 12201, and General Electric Capital Corporation, 4 North Park Drive, Suite 500, Hunt Valley, MD 21030, covering 168 286,000 pound 6,221 cubic feet specialty covered hopper cars numbered FPAX 200417, 200419, 200421, 200427-200440, inclusive, 200442-200448, inclusive, 200450-200452, inclusive, 200454-200456, inclusive, 200460, 200462-200464, inclusive, 200466-200469, inclusive, 200471-200474, inclusive, 200476-200490, inclusive, 200492, 200493, 200495, 200501-200524, inclusive, 200526-200529, inclusive, 200548, 201207-201209, inclusive, 201211-201213, inclusive, 201215-201284, inclusive, 201286, 201288, and 201290.

Very Truly Yours,



Louis E. Gitomer

Enclosures

JUN 25 '04

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## MEMORANDUM OF ASSIGNMENT AND AGREEMENT

SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment and Agreement is dated as of June 25, 2004 by and between KEY EQUIPMENT FINANCE, formerly known as KEYCORP LEASING, a division of KEY CORPORATE CAPITAL, INC. ("Keycorp"), the "Assignor," and GENERAL ELECTRIC CAPITAL CORPORATION, the "Assignee."

## WITNESSETH:

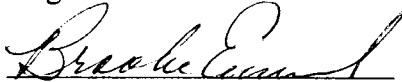
1. LaSalle National Leasing Corporation ("LaSalle"), as lessor, entered into a Memorandum of Lease Agreement (the "Lease") dated as of March 30, 2001 with Formosa Plastics Corporation, U.S.A. and Formosa Transrail Corporation, as lessees, to lease 168 286,000 pound 6,221 cubic feet specialty covered hopper cars numbered FPAX 200417, 200419, 200421, 200427-200440, inclusive, 200442-200448, inclusive, 200450-200452, inclusive, 200454-200456, inclusive, 200460, 200462-200464, inclusive, 200466-200469, inclusive, 200471-200474, inclusive, 200476-200490, inclusive, 200492, 200493, 200495, 200501-200524, inclusive, 200526-200529, inclusive, 200548, 201207-201209, inclusive, 201211-201213, inclusive, 201215-201284, inclusive, 201286, 201288, and 201290 (the "Equipment"), to lessees, which was recorded on March 30, 2001 at the Surface Transportation Board (the "Board") under Recordation No. 23296-E. An Assignment of Memorandum of Lease Agreement between LaSalle, as assignor, and Keycorp, as assignee, was recorded on May 22, 2001 at the Board under Recordation No. 23296-L.

2. In consideration of the premises and the agreements herein contained and other good and valuable consideration, the receipt of which is hereby acknowledged, Assignor is, effective as of the date hereof: (a) assigning to Assignee, all rights, title, interests, and obligations of Assignor in, under and to the Lease, and Assignee is accepting all of the same, in each such case to the extent attributable to the period commencing on and continuing after the consummation of such assignment and acceptance on June 25, 2004 at 12:01 a.m. Eastern Daylight Time; and (b) selling the Equipment to Assignee, and Assignee shall be the owner of the Equipment and Assignor shall have no interest or authority of any nature regarding the Equipment. Assignor is not transferring, and Assignee is not assuming, any obligations or liabilities of Assignor under or in any way related to the Lease.

3. This Memorandum of Assignment and Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, each of the parties hereto have caused this Memorandum of Assignment and Agreement to be executed by its duly authorized officer as of the date first written above.

KEY EQUIPMENT FINANCE, formerly  
known as KEYCORP LEASING, a division  
of KEY CORPORATE CAPITAL INC.  
as Assignor

By: 

Name: Brooke Emmel

Title: Regional Business Unit Manager

GENERAL ELECTRIC CAPITAL  
CORPORATION  
as Assignee

By: \_\_\_\_\_

Name: \_\_\_\_\_


Title: \_\_\_\_\_

IN WITNESS WHEREOF, each of the parties hereto have caused this Memorandum of Assignment and Agreement to be executed by its duly authorized officer as of the date first written above.

KEYCORP LEASING, a division of KEY  
CORPORATE CAPITAL, INC.  
as Assignor

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

GENERAL ELECTRIC CAPITAL  
CORPORATION  
as Assignee

By:   
Name: Annette Seallion  
Title: Operations Manager

STATE OF COLORADO )

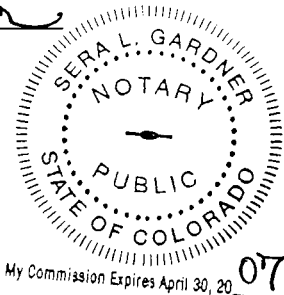
) ss

COUNTY OF BOULDER )

On this 24 day of June, 2004, before me personally appeared Brooke Emmel, to me personally known, who being by me duly sworn, says that she is the Regional Business Unit Manager of Key Equipment Finance, formerly known as Keycorp Leasing, a division of Key Corporate Capital Inc., that the foregoing instrument was signed on behalf of said corporation, and she acknowledged that the execution of the said instrument was her free act and deed.

Sera L. Gardner  
NOTARY PUBLIC

My commission expires: April 30, 2007



STATE OF MARYLAND )

) ss

COUNTY OF BALTIMORE )

On this \_\_\_\_ day of June, 2004, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is the \_\_\_\_\_, of General Electric Capital Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

\_\_\_\_\_  
NOTARY PUBLIC

My commission expires:

STATE OF NEW YORK                    )  
  ) ss  
COUNTY OF WASHINGTON            )

On this \_\_\_\_ day of June, 2004, before me personally appeared \_\_\_\_\_,  
to me personally known, who being by me duly sworn, says that he is the  
\_\_\_\_\_, of Keycorp Leasing, a division of Key Corporate Capital, Inc.,  
that the foregoing instrument was signed on behalf of said limited liability corporation,  
and he acknowledged that the execution of the said instrument was his free act and deed.

\_\_\_\_\_  
NOTARY PUBLIC

My commission expires:

STATE OF MARYLAND                )  
  ) ss  
COUNTY OF BALTIMORE            )

On this 24<sup>th</sup> day of June, 2004, before me personally appeared Annetta Seadler,  
to me personally known, who being by me duly sworn, says that he is the  
Operation Manager, of General Electric Capital Corporation that the foregoing  
instrument was signed on behalf of said corporation, and he acknowledged that the  
execution of the said instrument was his free act and deed.

Barbara Roginski  
NOTARY PUBLIC

My commission expires: 11-24-07

